

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

7 WEST 57TH STREET REALTY COMPANY,
LLC, a Delaware Limited Liability Company

Plaintiff,

-against-

CITIGROUP, INC., CITIBANK, N.A., BANK OF
AMERICA CORP., BANK OF AMERICA N.A.,
BARCLAYS BANK PLC, UBS AG, JPMORGAN
CHASE & CO., JPMORGAN CHASE BANK,
NATIONAL ASSOCIATION, CREDIT SUISSE
GROUP AG, BANK OF TOKYO-MITSUBISHI
UFJ LTD., COÖPERATIEVE CENTRALE
RAIFFEISEN-BOERENLEENBANK B.A., HSBC
HOLDINGS PLC, HSBC BANK PLC, HBOS PLC,
LLOYDS BANKING GROUP PLC, ROYAL
BANK OF CANADA, THE NORINCHUKIN
BANK, ROYAL BANK OF SCOTLAND GROUP,
PLC, WESTLB AG, WESTDEUTSCHE
IMMOBILIENBANK AG, DEUTSCHE BANK
AG,

Defendants.

Civil Action No. 13-cv-0981

**DECLARATION OF ANDREW S. COOPER IN SUPPORT OF
WESTDEUTSCHE IMMOBILIENBANK AG'S MOTION TO DISMISS**

Pursuant to 28 U.S.C. § 1746, Andrew S. Cooper declares that the following is true and correct under penalty of perjury under the laws of the United States of America:

1. I am the Managing Director of the New York representative office of Westdeutsche ImmobilienBank AG, also known as WestImmo. I submit this declaration in support of WestImmo's motion to dismiss the above-captioned action for lack of personal jurisdiction. I have personal knowledge of the facts set forth herein based on my work at WestImmo and my review of its records.

2. WestImmo is a real estate property finance corporation incorporated in the Federal Republic of Germany, with its headquarters at Große Bleiche 46, 55116 Mainz, Germany.

WestImmo's principal place of business is and always has been in Germany.

3. WestImmo was a wholly-owned subsidiary of Portigon AG until September 17, 2012, on which date WestImmo became a wholly-owned subsidiary of Erste Abwicklungsanstalt, which is based in Düsseldorf, Germany.

4. Currently, in addition to its Mainz headquarters, WestImmo has one other German office in Münster and five offices outside of Germany, which are in London, Madrid, New York, Paris, and Warsaw.

5. WestImmo has a single representative office in New York, and has never had any other offices anywhere else in the United States.

6. WestImmo's operations in New York are small compared to its global operations.

7. As of December 2012, 7% of WestImmo's worldwide assets related to the activities of WestImmo's New York representative office. As of December 2013, 6% of WestImmo's worldwide assets related to the activities of WestImmo's New York representative office. As of September 2014, 4% of WestImmo's worldwide assets related to the activities of WestImmo's New York representative office.

8. As of December 2012, there were 6 full-time employees in WestImmo's New York representative office, or 1.7% of the full-time employees of WestImmo worldwide. As of December 2013, there were 4 full-time employees in WestImmo's New York representative office, or 1.4% of the full-time employees of WestImmo worldwide. As of September 2014, there were 4 full-time employees in WestImmo's New York representative office, or 1.5% of the full-time employees of WestImmo worldwide.

9. WestImmo is not and has never been a member of the USD LIBOR panel, and has never been responsible for or involved in the determination or submission of rates for use in the calculation of USD LIBOR.

Executed this 12 day of November 2014, in New York City, New York.

A handwritten signature in black ink, appearing to read "Andrew S. Cooper", is written over a horizontal line.

Andrew S. Cooper